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*Electronically Filed
December 10, 2014*

Former Counsel For Debtors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

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In re:
ANTHONY THOMAS and WENDI
THOMAS,

Case No. BK-N-14-50333-BTB
Chapter 11

Debtors.

Case No. BK-N-14-50331-BTB
Chapter 11

In re:
AT EMERALD, LLC,
Debtor.

[Jointly Administered]

**DECLARATION OF ALAN R.
SMITH IN SUPPORT OF REPLY TO
OBJECTION TO APPLICATION
FOR COMPENSATION OF
ATTORNEY FOR DEBTORS (ALAN
R. SMITH) AND JOINDER**

Hearing Date: December 17, 2014
Hearing Time: 10:00 a.m.

I, ALAN R. SMITH, hereby declare under penalty of perjury that the following
assertions are true:

1. I was the court appointed general counsel for the Debtors in the above-
captioned Chapter 11 cases. I have personal knowledge of the facts herein stated, and if
called to testify as to such facts I would and could do so competently.

2. Upon meeting with the Debtors and after hearing their financial
circumstances, assets and liabilities, I determined, based upon my experience and the

1 Debtors' circumstances that it was appropriate to file chapter 11 petitions for bankruptcy
2 protection.

3 3. In my initial meetings with the Debtors I was informed that Anthony
4 Thomas had a broker working with several interested purchasers, and Anthony Thomas
5 projected that the Thomas Emerald could be sold in a matter of weeks.

6 4. My firm and I undertook all work to ensure that the chapter 11 cases were
7 being properly administered. Further, my firm and I acted in the best interest of creditors
8 and the estate by preserving the Thomas Emerald to be sold for the benefit of all
9 creditors.

10 5. At all times during the course of my representation of the Debtors I
11 understood that the Thomas Emerald was an extremely valuable asset of the Debtors. If
12 sold, the proceeds from the sale of the Thomas Emerald would have been more than
13 sufficient to pay all creditors in both cases in full.

14 6. Pursuant to the Motion To Withdraw As Attorney Of Record, the Debtors
15 failed substantially to fulfill various obligations to me as specified in our engagement
16 agreement. Specifically, Debtors failed to communicate timely and effectively with my
17 office. Further, the Debtors and myself came to an impasse regarding certain aspects of
18 my representation that I believed could not be overcome. Because of the difference in
19 opinion as how best to proceed in these cases, I could no longer effectively represent the
20 Debtors. As a result an adversarial relationship developed, and I sought withdrawal. My
21 motion to withdrawal was heard on the same date and time as the motion to appoint
22 chapter 11 trustee, August 22, 2014 at 2:00 p.m.

23 7. All assets of the Debtors were maintained for the benefit of creditors in
24 these cases.

25 DATED this 10th day of December, 2014.

26
27 By: /s/ Alan R. Smith
28 ALAN R. SMITH, ESQ.
Former Counsel For Debtors